

CHAPMAN AND CUTLER

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RECORDATION NO. 21188-D FILED

January 28, 1998

JAN 28 '98

11-25 AM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Locomotive Financing
BNSF 1998-A

JAN 28 11 24 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1998-A), dated January 29, 1998, between First Security Bank, National Association, as security trustee (the "Security Trustee" or the "Assignee"), and JL Aurora Lease Co., Ltd., as lessor (the "Lessor" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Security Trustee and Assignee: First Security Bank, National Association,
as Security Trustee
79 South Main Street
Salt Lake City, Utah 84111

Lessor and Assignor: JL Aurora Lease Co., Ltd.
12-1 Yurakucho 1-chome, Chiyoda-ku
Tokyo, Japan

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of

CHAPMAN AND CUTLER

filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1998-A) between First Security Bank, National Association, as Security Trustee, 79 South Main Street, Salt Lake City, Utah 84111, and JL Aurora Lease Co., Ltd., as Lessor, 12-1 Yurakucho 1-chome, Chiyoda-ku, Tokyo, Japan, dated January 29, 1998, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. This document relates to the Memorandum of Lease Agreement, dated January 29, 1998, the Memorandum of Mortgage and Security Agreement, dated January 29, 1998, the Memorandum of Mortgage Supplement No. 1, dated January 29, 1998 and the Memorandum of Lease Supplement No. 1, dated January 29, 1998, which were recorded with the Surface Transportation Board on January 28, 1998 at 11:25 a.m. under recordation numbers 21188, 21188 A, 21188C and 21188B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/dml
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Dash 9-44 CW Diesel Electric Locomotives	25	BNSF 4720 through BNSF 4744, inclusive

MEMORANDUM OF LEASE ASSIGNMENT JAN 28 '98
(BNSF 1998-A)

11-25AM

Memorandum of Lease Assignment, made and entered into on January 29, 1998, by and between JL Aurora Lease Co., Ltd., a Japanese corporation ("*Lessor*"), and First Security Bank, National Association, a national banking association, as security trustee ("*Security Trustee*").

WITNESSETH:

1. The Lessor and The Burlington Northern and Santa Fe Railway Company ("*Lessee*") have entered into that certain Lease Agreement (BNSF 1998-A) (the "*Lease Agreement*"), dated January 9, 1998, and Lease Supplement No. 1 (BNSF 1998-A) (the "*Lease Supplement*") thereto, dated January 29, 1998, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

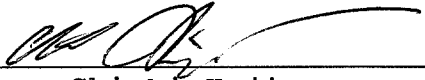
2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on January 28, 1998 at 11:25 a.m. under recordation numbers 21188 and 21188-3, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (BNSF 1998-A) (the "*Mortgage*"), dated January 9, 1998, and Mortgage Supplement No. 1 (BNSF 1998-A) (the "*Mortgage Supplement*") thereto, dated January 29, 1998, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on January 28, 1998 at 11:25 a.m. under recordation numbers 21188-A and 21188-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

JL AURORA LEASE CO., LTD.

By 
Name: Chiaki Kojima
Title: Attorney in Fact

Executed on this 21 day of January, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____
Name: Brett R. King
Title: Assistant Vice President

Executed on this ____ day of January, 1998.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

JL AURORA LEASE CO., LTD.

By _____

Name:

Title:

Executed on this ____ day of January, 1998.

FIRST SECURITY BANK, NATIONAL
ASSOCIATION

By _____

Name: Brett R. King

Title: Assistant Vice President

Executed on this 23rd day of January, 1998.

STATE OF New York)
) SS.:
COUNTY OF New York)

On this, the 21 day of January, 1998, before me, a Notary Public in and for said County and State, personally appeared Chiaki Kojima, who being by me duly sworn, says that he is the Attorney in Fact of JL AURORA LEASE CO., LTD that said instrument was signed on January 21 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:

Notary Public

My Commission Expires:

Residing in _____

JOAN SANFILIPPO

Notary Public State of New York

No. 24-4652978

Cert. Filed in New York County

Commission Expires 11/31/2000

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of January, 1998, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on January __, 1998 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:

Notary Public

My Commission Expires:

Residing in _____

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of January, 1998, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ of JL AURORA LEASE CO., LTD., that said instrument was signed on January __, 1998 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

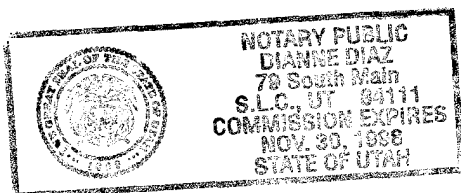
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 23rd day of January, 1998, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on January 23, 1998 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]

Name:
Notary Public
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company Dash 9-44CW Diesel Electric Locomotives	25	BNSF 4720 through BNSF 4744, inclusive